

### CERTIFICATION

The City of Chicago Deferred Compensation Plan Committee (the “Committee”), by its Chair Tariq G. Malhance, as administrator of the City of Chicago Deferred Compensation Plan (the “Chicago Plan”), declares as to the claims asserted under the federal securities laws that:

1. Committee Chair Tariq G. Malhance has reviewed a complaint against MFS Capital Opportunities Fund, MFS Core Growth Fund, MFS Emerging Growth Fund, MFS Growth Opportunities Fund, MFS Large Cap Growth Fund, MFS Managed Sectors Fund, MFS Mid Cap Growth Fund, MFS New Discovery Fund, MFS New Endeavor Fund, MFS Research Fund, MFS Strategic Growth Fund, MFS Technology Fund, Massachusetts Investors Growth Stock Fund, MFS Mid Cap Value Fund, MFS Research Growth and Income Fund, MFS Strategic Value Fund, MFS Total Return Fund, MFS Union Standard Equity Fund, MFS Utilities Fund, MFS Value Fund, Massachusetts Investors Trust MFS Aggressive Growth Allocation Fund, MFS Conservative Allocation Fund, MFS Growth Allocation Fund, MFS Moderate Allocation Fund, MFS Bond Fund, MFS Emerging Markets Debt Fund, MFS Government Limited Maturity Fund, MFS Government Mortgage Fund, MFS Government Securities Fund, MFS High Income Fund, MFS High Yield Opportunities Fund, MFS Intermediate Investment Grade Bond Fund, MFS Limited Maturity Fund, MFS Research Bond Fund, MFS Strategic Income Fund, MFS Alabama Municipal Bond Fund, MFS Arkansas Municipal Bond Fund, MFS California Municipal Bond Fund, MFS Florida Municipal Bond Fund, MFS Georgia Municipal Bond Fund, MFS Maryland Municipal Bond Fund, MFS Massachusetts Municipal Bond Fund, MFS Mississippi Municipal Bond Fund, MFS Municipal Bond Fund, MFS Municipal High Income Fund, MFS Municipal Income Fund, MFS Municipal Limited Maturity Fund, MFS New York Municipal Bond Fund, MFS North Carolina Municipal Bond Fund, MFS Pennsylvania Municipal Bond Fund, MFS South Carolina Municipal Bond Fund, MFS Tennessee Municipal Bond Fund, MFS Virginia Municipal Bond Fund, MFS West Virginia Municipal Bond Fund, MFS Emerging Markets Equity Fund, MFS Global Equity Fund, MFS Global Growth Fund, MFS Global Total Return Fund, MFS International Growth Fund, MFS International New Discovery Fund, MFS International Value Fund, MFS Research International Fund, MFS Cash Reserve Fund, MFS Government Money Market Fund, MFS Money Market Fund, (known collectively as the “MFS Funds”); MFS Municipal Series Trust, MFS Series Trust I, MFS Series Trust II, MFS Series Trust III, MFS Series Trust IV, MFS Series Trust V, MFS Series Trust VI, MFS Series Trust VII, MFS Series Trust VIII, MFS Series Trust IX, MFS Series Trust X, MFS Series Trust XI (known collectively as the “MFS Funds Registrants”); Sun Life Financial Inc.; Massachusetts Financial Services Company (d/b/a “MFS Investment Management”); and Does 1-100.

2. The Chicago Plan did not purchase the securities that are the subject of this action at the direction of its counsel, Bernstein Litowitz Berger & Grossmann LLP, or in order to participate in this private action.

3. The Chicago Plan is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial, if necessary.

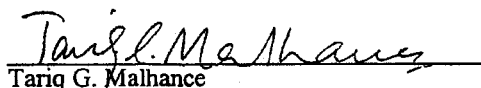
4. The Committee provides as Exhibit A hereto a schedule of the Chicago Plan's year-end holdings in the MFS funds in which it invested, arising from regular purchases and sales, during the Class Period of December 15, 1998 to December 8, 2003. The Committee is in the process of obtaining more detailed transactional data, which is held by defendants, and hereby reserves the right to supplement this certification when, and if, said transactional data is made available.

5. During the three years prior to the date of this Certification, the Chicago Plan has sought to serve as a representative party on behalf of a class under the federal securities laws in the action concerning the mutual funds offered and managed by Invesco Funds Group, Inc. (the "Invesco Mutual Funds Investment Action"). The motion filed by the Chicago Plan in the Invesco Mutual Funds Investment Action is currently pending in *Lowinger v. Invesco Advantage Health Sciences Fund, et al.* (03-CV-9634) (S.D.N.Y.) and *Lepera v. Invesco Funds Group Inc., et al.* (03-CV-2182) (D. Colo.).

6. The Chicago Plan will not accept any payment for serving as a representative party on behalf of the class beyond its pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) relating to the representation of the class as ordered or approved by the court.

7. The Committee is duly authorized to designate Bernstein Litowitz Berger & Grossmann LLP as counsel to the Committee and the Chicago Plan in this action for all purposes, to pursue appointment of the Chicago Plan as lead plaintiff in this matter, and to seek approval of the selection of Bernstein Litowitz Berger & Grossmann LLP as lead counsel.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 4<sup>th</sup> day of February 2004.



Tariq G. Malhance

Chair

City of Chicago Deferred Compensation Plan Committee

Exhibit A

**The City of Chicago Deferred Compensation Plan  
MFS High Income Fund  
1998-2003**

<u>Year</u>	<u>Year End Value</u>
1998	\$4,112,306.65
1999	\$3,490,959.49
2000	\$3,196,854.44
2001	\$3,262,346.21
2002	\$2,794,962.50
2003	\$3,739,610.17

**The City of Chicago Deferred Compensation Plan  
MFS Growth Opportunities Fund  
1998-2003**

<u>Year</u>	<u>Year End Value</u>
1998	\$24,015,861.44
1999	\$29,451,154.28
2000	\$26,999,032.27
2001	\$18,988,995.74
2002	\$11,960,394.47
2003	\$13,618,816.27

**The City of Chicago Deferred Compensation Plan  
Massachusetts Investors Growth Stock Fund  
1998-2003**

<u>Year</u>	<u>Year End Value</u>
1998	\$5,851,579.10
1999	\$8,001,061.05
2000	\$7,197,053.53
2001	\$4,935,677.72
2002	\$3,280,062.08
2003	\$3,566,189.87